

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
Debtors.)	Jointly Administered

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF ARIZONA)
) ss:
COUNTY OF MARICOPA)

Kara A. Ricupero, being duly sworn, upon his/her oath, deposes and says:

1. I am a Shareholder of Ryley, Carlock, and Applewhite, located at 1 North Central Avenue, Suite 1200, Phoenix, Arizona 85004 (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

5. Neither I nor any shareholder, principal, partner, director, officer of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor shareholder, principal, partner, director, officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

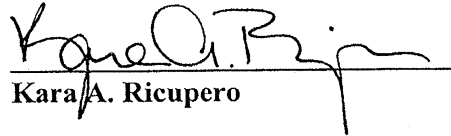
7. The Debtors owe the Firm \$281,454.50 for prepetition services, both invoiced and not yet invoiced work, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, *et seq.*

8. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.

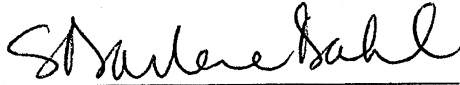
9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

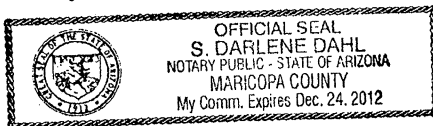
Executed on August 7, 2012


Kara A. Ricupero

Sworn to and subscribed before me
this 7th day of August, 2012



Notary Public



In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions must be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Ryley Carlock & Applewhite

1 N Central Avenue, Suite 1200

Phoenix, Arizona 85004

2. Date of original retention: June 8, 1988

3. Brief description of legal services to be provided:

Defend GMAC Mortgage, ETS, and other Residential Capital subsidiaries, as
well as interested third parties against claims and and/or counter-claims to stop or unwind
foreclosures, including without limitation claims brought pursuant to RESPA, TILA and
state common law claims. The firm also represents Debtors in conjunction with non-
litigation title disputes and assists in correction of title issues.

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): \$202.00

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

\$49,945.00

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: \$281,454.50

Date claim arose: May 14, 2012

Source of claim: Attorneys' fees and costs incurred in both invoiced and not yet
invoiced pre-petition work, which have not been paid.

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: None

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of Claim: N/A

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: N/A

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: None

Status: N/A

Kind of shares: N/A

No. of shares: N/A

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: None

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012:

N/A

Name: Kgo O'Brien
Title: Shareholder